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RECORDATION NO. 20829 FILED

(212) 474-1820

AUG 19 '97

10-44 AM

9-94

August 18, 1997

Dear Mr. Williams:

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is a Memorandum of Lease Agreement, a "primary document", dated as of August 3, 1997.

The names and addresses of the parties to the primary document are as follows:

LESSOR: Chase Manhattan Bank Delaware,
as trustee for the
UP 1997 TRUST FOR FIRST UNION
1201 Market Street
Wilmington, Delaware 19801

LESSEE: Union Pacific Railroad Company
Eighth and Eaton Avenues
Bethlehem, Pennsylvania 18018

The equipment covered by the document is listed in Schedule A hereto, and bears the reporting marks and road numbers of Union Pacific Railroad Company listed therein.

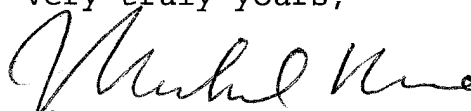
The recordation fee of \$24.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the recordation data, to the undersigned at the address shown above.

A short summary of the document for use in the index follows:

Memorandum of Lease Agreement dated as of August 3, 1997, between Chase Manhattan Bank Delaware, as trustee for the UP 1997 TRUST FOR FIRST UNION, as lessor, and Union Pacific Railroad Company, as lessee, covering 42 locomotives.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street N.W.
Washington, D. C. 20423

Encl.

SCHEDULE A
(Transaction dated August 3, 1997,
UP 1997 Trust for First Union)

<u>Quantity and Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
42 General Electric model AC4400 diesel-electric locomotives		6635, 6655--6695, inclusive

AUG 19 '97

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9-87

MEMORANDUM OF LEASE AGREEMENT dated as of August 3, 1997, between CHASE MANHATTAN BANK DELAWARE, not in its individual capacity but solely as trustee for the UP 1997 TRUST FOR FIRST UNION (hereinafter, in such capacity, called the **Lessor**), and UNION PACIFIC RAILROAD COMPANY, a Utah corporation (hereinafter called the **Lessee**).

WHEREAS the Lessor and the Lessee are entering into that certain Lease Agreement dated as of the date hereof and supplements thereto, covering the railroad equipment listed in Schedule A hereto, bearing the road numbers of Union Pacific Railroad Company shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

CHASE MANHATTAN BANK DELAWARE, not
in its individual capacity but
solely as trustee, as aforesaid

by 

UNION PACIFIC RAILROAD COMPANY

by 

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this 7th day of August, 1997, before me personally appeared John J. Cashin, to me personally known, who, by me being duly sworn, says that he is a Vice President of CHASE MANHATTAN BANK DELAWARE, and that the foregoing instrument was signed on behalf of said bank by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Diane L. Prengle
Notary Public

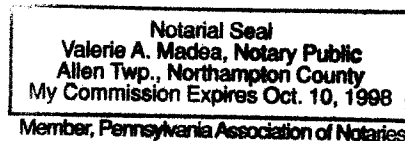
My commission expires
DIANE L. PRENGLE
NOTARY PUBLIC
COMMISSION EXPIRES
10/13/98

COMMONWEALTH OF PENNSYLVANIA)
) SS.:
COUNTY OF LEHIGH)

On this 6th day of August, 1997, before me personally appeared John B. Larsen, to me personally known, who, by me being duly sworn, says that he is an Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Valerie A. Madea
Notary Public

My commission expires



SCHEDULE A
(Transaction dated August 3, 1997,
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<u>Quantity and Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
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